

Terrebonne Parish Recording Page

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Clerk Of Court
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Received From :

Attn: MEL GLINA CP
BRACEWELL
711 LOUISIANA STREET, SUITE 2300
HOUSTON, TX 77002-2770

First MORTGAGOR

LLOG EXPLORATION OFFSHORE INC

First MORTGAGEE

-LLOG EXPLORATION OFFSHORE L L C

Index Type : MORTGAGES

File # : 1340226

Type of Document : MISCELLANEOUS

Book : 2247

Page : 715

Recording Pages : 7

Recorded Information

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Terrebonne Parish, Louisiana.

Theresa A. Robichaux

Clerk of Court

CLERK OF COURT
THERESAA. ROBICHAUX
Parish of Terrebonne

I certify that this is a true copy of the attached document that was filed for registry and
Recorded 01/29/2010 at 10:34:18
Recorded in Book 2247 Page 715
File Number 1340226



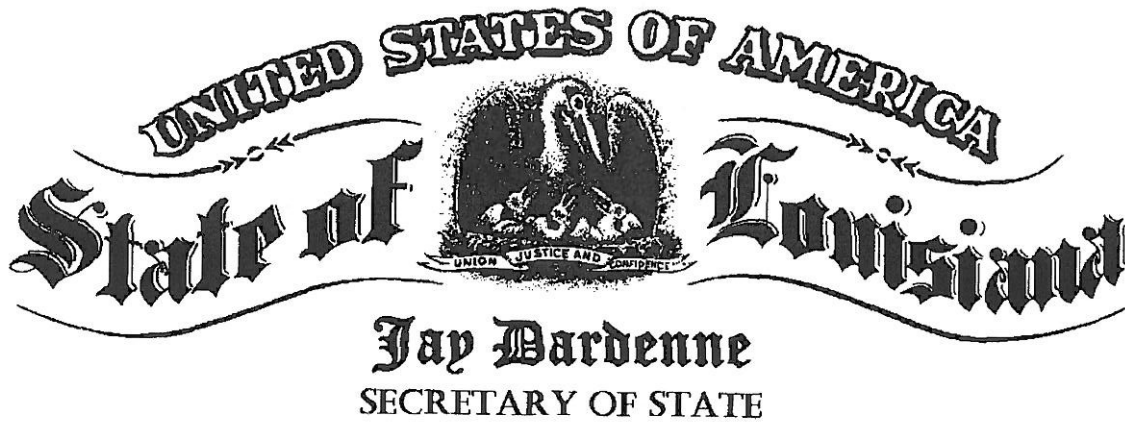
On (Recorded Date) : 01/29/2010

At (Recorded Time) : 10:34:18AM



Doc ID - 010976410007

Renée J. Fedet
Deputy Clerk



As Secretary of State of the State of Louisiana I do hereby Certify that

the attached document(s) of

LLOG EXPLORATION OFFSHORE, L.L.C.

are true and correct and are filed in the Louisiana Secretary of State's Office.

40082091 CONV 12/31/2009 5 page(s)

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

January 22, 2010

Secretary of State

AG 34525311K



Certificate ID: 10039227#8EG40

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.
www.sos.louisiana.gov

12/29/2009 10 19 FAX 504 582 8012

JONES WALKER

Dec 29 2009 10:20

007/011

CONVERSION APPLICATION
of
LLOG EXPLORATION OFFSHORE, INC.
(A Louisiana Corporation)
into
LLOG EXPLORATION OFFSHORE, L.L.C.
(A Louisiana Limited Liability Company)

I.

The name of the converting entity is LLOG Exploration Offshore, Inc., a Louisiana corporation (the "Converting Entity"). The name of the converted entity shall be LLOG Exploration Offshore, L.L.C., a Louisiana limited liability Company (the "Converted Entity").

II.

The Converted Entity will be a limited liability company governed by the Louisiana Limited Liability Company Law, La. R.S. 12:1301, *et seq.*

III.

The Converting Entity is continuing its existence in the organizational form of the Converted Entity.

IV.

Upon effectiveness of the conversion to be effected by this Conversion Application (the "Conversion"), each outstanding share of common stock, no par value per share, of the Converting Entity, shall be converted into one share of membership interest in the Converted Entity.

V.

The Conversion has been authorized and approved in accordance with La. R.S. 12:1601, *et seq.*

VI.

The Conversion shall be effective on the 31st day of December, 2009, when this application is accepted for filing and recorded by the Secretary of State of the State of Louisiana.

VII.

Upon the effectiveness of the Conversion, the Articles of Organization of the Converted Entity, as provided in the Limited Liability Company Law of Louisiana (as amended from time to time or any successor statute, the "Act") shall read in their entirety as follows:

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[N18R5208.4]

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ARTICLE I NAME

The name of this Limited Liability Company (hereinafter, the "Company") shall be:

LLOG EXPLORATION OFFSHORE, L.L.C.

ARTICLE II PURPOSE

The purpose of the Company shall be to engage in any lawful activity for which limited liability companies may be formed under the Act.

ARTICLE III MANAGEMENT

The Company shall be managed by managers consisting of a board of directors elected by the members as provided in the operating agreement of the Company and (subject to the direction of the board of directors) officers elected as provided in the operating agreement of the Company. The vote, consent, or approval of the members shall not be required for (a) the incurrence of any indebtedness by the Company (whether or not in the ordinary course of business), (b) the sale, exchange, lease, mortgage, pledge or other transfer of all or substantially all of the assets of the Company or (c) the alienation, lease, or encumbrance of any immovable and other real property of the Company, all of which may be authorized by the board of directors.

Persons dealing with the Company may rely upon a certificate of the secretary of the Company to establish the membership of any member, the authenticity of any records of the Company or the authority of any person to act on behalf of the Company.

ARTICLE IV TERM

The Company shall dissolve on December 31, 2059 unless sooner dissolved as provided in the operating agreement of the LLC.

ARTICLE V MEMBERSHIP INTERESTS

The membership interests (as defined in the Act) of the members of the Company shall be divided into and consist of shares ("Shares"). The Company is authorized to issue up to 100 Shares. Each Share shall be in all respects equal to every other Share and members shall be entitled to one vote for each Share held on all matters for which members are entitled to vote. The rights represented by the Shares shall include (a) the right to receive from the Company liquidating distributions and such other dividends and distributions authorized from time to time by the board of directors and (b) all other rights, benefits and privileges enjoyed by the members (under the Act, these Articles of Organization or the operating agreement of the Company) in their capacity as members, including rights to vote, consent and approve. Shares shall be issued,

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and the holders thereof admitted as members, for such consideration as determined by the board of directors.

All dividends and other distributions made by the Company shall be as determined by the board of directors and shall be identical with respect to each outstanding Share.

Members may not withdraw or resign from the Company, but shall cease to be a member with respect to transferred Shares. No member shall be entitled to a distribution or other payment upon such member ceasing to be a member for any reason.

No member shall be required to make any additional contribution to the capital of the Company after issuance of such member's Shares.

ARTICLE VI AMENDMENT

The approval of two-thirds of the outstanding Shares shall be required to amend these Articles of Organization.

IN WITNESS WHEREOF, the undersigned officer of the Converting Entity has executed this Conversion Application on this 28th day of December, 2009.

LLOG EXPLORATION OFFSHORE, INC.

By: 

Name: John W. Newman

Title: Treasurer

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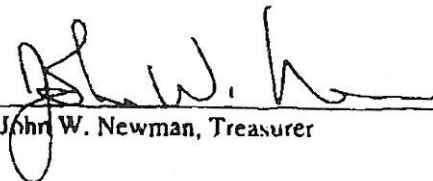
ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

BEFORE ME, the undersigned authority, personally came and appeared John W. Newman, to me known to be the person who signed the foregoing instrument as Treasurer of LLOG Exploration Offshore, Inc., a Louisiana corporation, and who, having been duly sworn, acknowledged and declared, in my presence, that the undersigned signed such instrument as the undersigned's free act and deed for the purposes mentioned therein.

IN WITNESS WHEREOF, the Appcarrer and I have hereunto affixed our hands on this 28th day of December, 2009, in the aforesaid parish and state.


John W. Newman, Treasurer


NOTARY PUBLIC

RUDOLPH R. RAMELLI
NOTARY PUBLIC
State of Louisiana
My Commission is Issued For
La. Bar Roll No. 110763

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INITIAL REPORT BY DOMESTIC LIMITED LIABILITY COMPANY
(To be filed when the Articles of Organization are filed)
(R.S. 12:1305)

State of Louisiana
Parish of St. Tammany

To: The Secretary of State
Baton Rouge, Louisiana

Complying with R.S. 12:1305, LLOG Exploration Offshore, L.L.C. hereby makes its initial report as follows:

Municipal Address or Location of Its Registered Office:

1001 Ochsner Boulevard, Suite 200
Covington, Louisiana 70433

Name and Municipal Address or Location of Each Registered Agent:

Kemberlia K. Ducote
1001 Ochsner Boulevard, Suite 200
Covington, Louisiana 70433

The undersigned accepts the designation as registered agent pursuant to R.S. 12:1305:

I hereby accept the appointment
as registered agent.

Sworn to and subscribed before me,
this 28th day of December, 2009.

Registered agent:



Kemberlia K. Ducote


Notary Public

Name and Addresses of the First Managers (if selected when articles are filed).

Kemberlia K. Ducote, 1001 Ochsner Boulevard, Suite 200, Covington, Louisiana 70433
Scott R. Gutterman, 1001 Ochsner Boulevard, Suite 200, Covington, Louisiana 70433
John W. Newman, 1001 Ochsner Boulevard, Suite 200, Covington, Louisiana 70433

Dated at Covington, Louisiana on this 28th day of December, 2009


John W. Newman, Organizer

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